

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

IN RE FAB UNIVERSAL CORPORATION	)	Lead Case No. 14-CV-687
SHAREHOLDER	)	
DERIVATIVE LITIGATION	)	
_____	)	
	)	
This Document Relates To:	)	
	)	
ALL DERIVATIVE ACTIONS	)	
	)	

**NOTICE OF MOTION FOR  
PRELIMINARY APPROVAL OF SETTLEMENT**

PLEASE TAKE NOTICE that Plaintiffs Kathi W. Thorbjornsen and Randolph J. Rowekamp respectfully move this Court for an Order pursuant to Rule 23.1 of the Federal Rules of Civil Procedure (a) preliminarily approving the proposed Settlement of the above-captioned Derivative Action; (b) approving the form and manner of providing notice of the Settlement to FAB Universal Corporation's shareholders; and (c) setting a hearing date for final approval of the Settlement, Lead Counsel's motion for an award of attorneys' fees and reimbursement of litigation expenses and for incentive awards for Plaintiffs.

This motion is based upon the accompanying Memorandum of Law in Support of Plaintiffs’ Motion for Preliminary Approval of Settlement, the Declaration of Melinda A. Nicholson in Support of Plaintiffs’ Motion for Preliminary Approval of Derivative Action Settlement (“Declaration”), and all related exhibits.

The proposed Order Setting Schedule and Preliminarily Approving Proposed Settlement is attached as Exhibit B to the Stipulation and Agreement of Compromise, Settlement and Release, which is being contemporaneously submitted to the Court as Exhibit A to the Declaration.

Dated: July 31, 2015

Respectfully submitted,

KAHN SWICK & FOTI, LLC

By: s/Melinda A. Nicholson

Melinda A. Nicholson

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*Lead Counsel for Plaintiffs*

**CERTIFICATE OF SERVICE**

I hereby certify that on July 31, 2015, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses registered.

s/ Melinda A. Nicholson  
MELINDA A. NICHOLSON